

NOTICE TO THE SHARE HOLDERS

NOTICE IS HERE BY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON THURSDAY 4th AUGUST, 2022 AT 11.30 AM (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022 and the Profit and Loss Account made up to that date along with the report of the Directors, Auditors there on.
2. To appoint a Director in place of Smt.Yamuna Vasini Deva Dasi who retires by rotation at the close of the Annual General Meeting and being eligible offers herself for re-appointment.
3. To declare a Final dividend, If any, on equity shares.
4. To appoint statutory auditors for the Company in place of M/S. Srinivas & Padmanabhan, Chartered Accountant, Chennai whose term has come to a close with this Annual General Meeting as per the Companies Act, 2013.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary Resolution:
 - a) RESOLVED THAT Pursuant to the provisions of S.196 of the Companies Act 2013, and all other applicable provisions if any, as amended up to date, consent of the shareholders of the Company be and is hereby accorded to re-appoint **Shri. BALARAMA GOVINDA DAS - MANAGING DIRECTOR** of the Company for a period of 5 years from 1st December 2022 to 30th November 2027 since the earlier resolutions passed at 17th Annual General Meeting held on 26.07.2017 wherein his term of appointment is coming to a close on 30.11.2022 and on the remuneration and other terms and conditions set out in the respective resolutions hereunder.
 - b) RESOLVED FURTHER THAT pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded for a remuneration of ₹6,00,000/- per month with effect from 01.04.2022 to Shri.Balarama Govinda Das, Managing Director as specified under Schedule V of the act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration

and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said act or any amendment that may be notified by the government in that behalf.

Terms of Remuneration

- i) SALARY- ₹6,00,000 per month.
- ii) He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, super-annuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

"RESOLVED further that in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals."

"RESOLVED FURTHER that the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time."

6. To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary Resolution:
 - a) **RESOLVED** THAT Pursuant to the provisions of S.196 of the Companies Act 2013, and all other applicable provisions if any, as amended up to date, consent of the shareholders of the Company be and is hereby accorded to re-appoint **Shri. BA RAMESH - JOINT**

MANAGING DIRECTOR of the Company for a period of 5 years from 1st December 2022 to 30th November 2027 since the earlier resolutions passed at 17th Annual General Meeting held on 26.07.2017 wherein his term of appointment is coming to a close on 30.11.2022 and on the remuneration and other terms and conditions set out in the respective resolutions hereunder.

- b) **RESOLVED FURTHER** THAT pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded for a remuneration of ₹6,00,000/- per month with effect from 01.04.2022 to Shri.Ba.Ramesh, Joint Managing Director as specified under Schedule V of the act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said act or any amendment that may be notified by the government in that behalf.

Terms of Remuneration

- i) SALARY- ₹6,00,000 per month.
- ii) He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, super-annuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

"RESOLVED further that in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals."

"RESOLVED FURTHER that the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors,

in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time."

7. To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary Resolution:
- a) **RESOLVED THAT** Pursuant to the provisions of S.196 of the Companies Act 2013, and all other applicable provisions if any, as amended up to date, consent of the shareholders of the Company be and is hereby accorded to re-appoint Shri. **N.B.KUMAR - JOINT MANAGING DIRECTOR** of the Company for a period of 5 years from 1st December 2022 to 30th November 2027 since the earlier resolutions passed at 17th Annual General Meeting held on 26.07.2017 wherein his term of appointment is coming to a close on 30.11.2022 and on the remuneration and other terms and conditions set out in the respective resolutions hereunder.
- b) **RESOLVED FURTHER** THAT pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded for a remuneration of ₹6,00,000/- per month with effect from 01.04.2022 to Shri.N.B.Kumar, Joint Managing Director as specified under Schedule V of the act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said act or any amendment that may be notified by the government in that behalf.

Terms of Remuneration

- i) SALARY- ₹6,00,000 per month.
- ii) He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, super-annuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

“RESOLVED further that in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals.”

“RESOLVED FURTHER that the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time.”

8. To Consider and if thought fit, to pass with or without modification (s), the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Sec.188 of the companies act, 2013 read with Rule 15 of the companies act, 2014 and all other applicable provisions if any, as up to date amended, consent of the shareholders of the company be and is hereby accorded for a remuneration of ₹3,00,000/- per month with effect from 01.04.2022 to **Shri. B.Rajeshkanna, Chief Financial Officer** of the company as specified U/R. 15 of the companies act, 2014 or any amendment that may be notified by the Government in this regard.

9. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sec.73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and all other applicable provisions if any, as recommended by the Board of directors of the Company and subject to other approvals and sanctions under the Companies Act, 2013, consent of the Shareholders of the Company be and is hereby accorded to the Company to invite accept and renew deposits from the Public and Shareholders of the Company for the current Financial year 2022-23 until the next Annual General Meeting up to a sum of ₹11349.20 Lakhs, (from the Public ₹8106.60 Lakhs and from the Shareholders of the Company ₹3242.60 Lakhs) which will be within the limits prescribed under rule 3 of the Companies (Acceptance of Deposits) Rules, 2014 on the basis of audited accounts for the year ended 31.03.2022.

RESOLVED further that consent of the shareholders be and is hereby accorded to the company to revise the rate of interest for the fixed deposits for the current financial year 2022-23 as recommended by the Board members as follows:

Sl. No	Term of deposit	Revised Rate of interest (with effect from 4th August, 2022)	Old Rate of Interest
1	1 Year	7.50%	7.00%
2	2 Year	8.00%	7.50%
3	3 Year	9.00%	8.00%

RESOLVED FURTHER THAT the Company do hereby comply with all the formalities as per the Companies (Acceptance of Deposits) Rules, 2014 and under the Companies Act, 2013 with regard to acceptance of deposits from the Public and Shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do any such act or deeds in connection with acceptance of deposits and as empowered by the Board of Directors with regard to the same under the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014.

By Order of the Board of Directors
for Thangamayil Jewellery Limited

CS.V.Vijayaraghavan

Company Secretary

Place: Madurai

Date: 19.05.2022

NOTES:

The Explanatory statement setting out the material facts pursuant to section 102 of the Companies Act, 2013 (“the Act”) concerning the special business in the notice is annexed here to and forms part of this notice. The profile of the Directors seeking appointment/reappointment, as required in terms of Regulation 27 of SEBI (LODR) Regulation 2015 of the listing agreement entered with the Stock Exchange is annexed.

1. Members are requested to immediately notify any change of address /Bank mandate, etc.,
 - I. To the Depository participants (DPs) in respect of their electronic share accounts.
 - II. To the Registrar and share transfer agents M/s. SKDC Consultants Limited SURYA, 35, Mayflower

Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028 or to the Registered office of the Company at 124, Nethaji Road, Madurai-625 001, in respect of their physical holdings.

2. The register of members and share transfer books of the company will remain closed from 29th July, 2022 to 04th August, 2022 (Both days inclusive) as per the requirements of the listing agreement.
3. The final dividend as recommended by the Board of Directors, if declared at the AGM will be paid, subject to deduction of tax at source, whose names appear in the Register of Members as on 28th July 2022 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend shall be paid on the basis of the beneficial ownership as per the Beneficiary Position details furnished by the Depositories for this purpose at the end of the business hours on 28th July 2022.
4. The company has a designated e-mail id for investor grievances. All the share holders are requested to mail their grievance to companysecretary@thangamayil.com
5. Members are requested to quote their folio / Demat ID numbers in their correspondence always.
6. Members holding shares in electronic form are here by informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot Act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participants of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company/ Registrars.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars. Electronic copy of the annual report for 2021-22 is being sent to all the members whose E-mail IDs are registered with the depository participants for communication purposes. The ministry of corporate affairs have exempted this year also due

to pandemic Covid2019 from sending physical copies of annual report of 2021-22 AGM also. Hence only soft copies of annual report being sent to all share holders who have registered their Email-id with the Depository participant. t

MCA vide circular dt.05/05/2022 and SEBI vide their circular SEBI/ Head office / CFD / CMD 2 / CIR /b / 2022 / 62 DT.13.05.2022 has exempted for dispatching physical copies of Annual report for the year 2022 i.e., (till 31st December, 2022.)

Voting through electronic means:

In Compliance with provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (management and administration) Rules, 2014 the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting services provided by Central Depository Services (India) Ltd (CDSL):

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/ EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/ EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/ AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.thangamayil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Vide General circular No. 2/2022 dated 05.05.2022 The Ministry corporate Affairs has allowed the companies whose AGMs are due in the year 2022, to conduct their AGM on or before 31.12.2022, in accordance with the requirements laid down in Para 3 & 4 of the General circular No.20/2020 dt.05.05.2020.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 1st August, 2022 at 10AM and ends on 3rd August 2022 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th July, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method **for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

Individual Shareholders holding securities in Demat mode with CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during

the remote e-Voting period or joining virtual meeting & voting during the meeting.

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 225533.

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	
(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.		<p>(vi) After entering these details appropriately, click on "SUBMIT" tab.</p> <p>(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(ix) Click on the EVSN for the relevant Thangamayil Jewellery Limited on which you choose to vote.</p> <p>(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.</p> <p>(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> <p>(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.</p> <p>(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.</p> <p>(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.</p> <p>(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.</p> <ul style="list-style-type: none"> • Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
	<p>For Physical shareholders and other than individual shareholders holding shares in Demat.</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p>	
PAN	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.	
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.	

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; smrajunaidu@gmail.com and companysecretary@thangamayil.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id – companysecretary@thangamayil.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id – companysecretary@thangamayil.com. These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to Company - companysecretary@thangamayil.com / RTA email id – green@skdc-consultants.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write

an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33

Mr.S.Muthuraju ACS, Practicing Company Secretary (CP. No.4181) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.

(A) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the

meeting a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit to the Chairman, not later than three days of conclusion of the meeting.

(B) The result shall be declared after the AGM of the Company and after submission of the report by the scrutinizer. The results declared along with the scrutinizers report shall be available for inspection and also placed on the website of the Company with in prescribed period.

(C) The notice of the Annual General Meeting and this communication are also available on the website of the Company www.thangamayil.com.

By Order of the Board of Directors
For Thangamayil Jewellery Limited

CS.V.Vijayaraghavan
Company Secretary

Place: Madurai
Date: 19.05.2022

Annexure to items 2 & 5 of the notice

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

(In pursuance of Regulations 17 of SEBI (LODR) 2015)

Name of the Director	Shri. Balarama Govinda das	Shri.Ba. Ramesh	Shri.N.B.Kumar	Smt.Yamuna Vasini Deva Dasi
Date of Birth	12.04.1956	10.08.1960	05.06.1966	10.02.1957
Nationality	Indian	Indian	Indian	Indian
Date of appointment on the Board	03.05.2001	03.05.2001	03.05.2001	04.02.2015
Qualification	B.Com	SSLC	SSLC	SSLC
Experience in functional areas	45 yrs	40 yrs	35 yrs	
Number of Shares held in the company	2637566	2665558	2623221	26770
List of Directorships held in other Companies	-	Thangamayil Gold & Diamond Pvt Ltd.,	Thangamayil Gold & Diamond Pvt Ltd.,	Balusamy Silvears Jewellery Private Limited
Chairman/Member in the Committees of the Boards of Companies in which he is a Director.	Chairman: CSR Committee, Risk Management Committee Member: Stake Holders Grievances & Relationship committee, Nomination & Remuneration Committee	Member: Audit Committee, Stake Holders Grievances & Relationship committee, CSR Committee, Risk Management Committee	Member: Stake Holders Grievances & Relationship committee, CSR Committee, Risk Management Committee	-

Directorship / Committee members exclude Directorships in private / foreign companies and companies incorporated under section 8 of the companies act, 2013

By Order of the Board of Directors
For Thangamayil Jewellery Limited

(CS.V.Vijayaraghavan)
Company Secretary

Place: Madurai
Date: 19.05.2022

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SEC.102 OF THE COMPANIES ACT, 2013

ITEM NO.4 (Ordinary Business)

The present statutory auditors M/S. Srinivasa & Padmanabhan Chartered Accountants, Chennai have completed their tenure of 5 years as per the Companies Act, 2013 and hence new statutory auditors of the Company have to be appointed from this Annual General Meeting onwards. The Company therefore discussed the matter in their Board meeting held on 19.05.2022 and based on the response received, the board has decided on merits and qualification and experience M/S. B.Thiagarajan & company, as statutory auditors for the Company to be appointed in this Annual General Meeting for 5 years to hold office from this Annual General Meeting to be approved by the shareholders in terms of the provisions of the Companies act, 2013.

In view of the above, the Board of Directors recommends appointment of M/S. B.Thiagarajan & company, as statutory auditors as mentioned at Item no.4 of the notice.

ITEM NO.5

Mr.Balarama Govinda Das is the Chairman and Managing Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has been instrumental to the Company's growth over the years and the efforts taken by him has turned around the Company as a leading jewellery manufacturer and retailer in the south in Tamilnadu.

The appointment as Managing Director of the Company is valid till 30.11.2022 and hence it is necessary to re-appoint him for another 5 years from 01.12.2022 to 30.11.2027. Hence the Board of Directors recommended the above said resolutions for your approval. Also the Board considered the matter of Remuneration in its meeting held on 19.05.2022 and has recommended a sum of ₹6,00,000/- to be paid as remuneration per month as per the resolution placed before you. The Board of Directors recommends the resolution for your approval.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr.Balarama Govinda Das, Mr.Ba.Ramesh, Mr.N.B.Kumar and Smt.Yamuna Vasini Deva Dasi and Mr.B.Rajesh kanna, is deemed to be interested in the resolution.

ITEM NO.6

Mr.Ba.Ramesh is the Joint Managing Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has been instrumental in the development of various activities of the Company and has contributed for the overall growth of the Company.

The appointment as Joint Managing Director of the Company is valid till 30.11.2022 and hence it is necessary to re-appoint him for another 5 years from 01.12.2022 to 30.11.2027. Hence the Board of Directors recommended the above said resolutions for your approval. Also the Board considered the matter of Remuneration in its meeting held on 19.05.2022 and has recommended a sum of ₹6,00,000/- to be paid as remuneration per month as per the resolution placed before you. The Board of Directors recommends the resolution for your approval.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr.Ba.Ramesh, Mr.Balarama Govinda Das, Mr.N.B.Kumar and Smt.Yamuna Vasini Deva Dasi, Mr.B.Rajeshkanna is deemed to be interested in the resolution.

ITEM NO.7

Mr.N.B.Kumar is the Joint Managing Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has

been instrumental in the development of various activities of the Company and has contributed for the overall growth of the Company.

The appointment as Joint Managing Director of the Company is valid till 30.11.2022 and hence it is necessary to re-appoint him for another 5 years from 01.12.2022 to 30.11.2027. Hence the Board of Directors recommended the above said resolutions for your approval. Also the Board considered the matter of Remuneration in its meeting held on 19.05.2022 and has recommended a sum of ₹6,00,000/- to be paid as remuneration per month as per the resolution placed before you. The Board of Directors recommends the resolution for your approval.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr. N.B.Kumar, Mr.Balarama Govinda Das, Mr.Ba.Ramesh and Smt.Yamuna Vasini Deva Dasi, Mr.B.Rajeshkanna, is deemed to be interested in the resolution.

ITEM NO.8.

Mr.B.Rajeshkanna, Chief Financial Officer of the Company and has been Managing the Portfolio of Finance and related activities since 2016 and is involved in the operations of the company as he belongs to the promotes group. He has been associated with the company for the last 15yrs and has held various responsibilities before being appointed as CFO.

Presently he is drawing a salary of ₹2,40,000/- per month and the Board considered the matter of increasing his Remuneration in line with his responsibilities in its meeting held on 19.05.2022 and has recommended a sum of ₹3,00,000/- to be paid as remuneration per month as per the resolution placed before you. He is the son of Shri. Balarama Govinda Das, Managing Director of the company and hence as a related party this transaction falls U/S. 188 of the companies act, and therefore a special resolution has to be passed for his increased remuneration as the limit of ₹2,50,000/- under the act has been crossed.

The Board of Directors recommends the resolution for your approval.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr.B.Rajeshkanna, Mr.Balarama Govinda Das, Mr.Ba.Ramesh Mr. N.B.Kumar, and Smt.Yamuna Vasini Deva Dasi, is deemed to be interested in the resolution.

ITEM NO.9

Under section 73 and 76 of the Companies Act, 2013 "read with" acceptance of deposits rules, 2014, it has become mandatory to the Company to obtain prior consent of the Shareholders of the Company with regard to acceptance of deposits under the act.

As an eligible Company under the act for acceptance of public deposits from public since we are fulfilling the criteria of net worth of ₹100 crores or more and turnover of ₹500 crores or more as prescribed for the eligible public Companies under the act., the Company proposes to invite deposits from the public as per eligibility set out in the said resolution.

Accordingly the said resolution duly recommended by the Board is placed before the Annual General Meeting for your approval.

Memorandum of Interest:

None of the Directors, Key Managerial Personnel and their relatives are deemed to be interested financial or otherwise in this resolution.

By Order of the Board of Directors
For Thangamayil Jewellery Limited

(CS.V.Vijayaraghavan)
Company Secretary

Place: Madurai
Date: 19.05.2022

For Thangamayil Jewellery Limited,


(CS.V.Vijayaraghavan)
Company Secretary

